



DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS  
BUSINESS REGULATION ADMINISTRATION  
CORPORATIONS DIVISION  
941 NORTH CAPITOL STREET, N.E.  
WASHINGTON, D.C. 20002

**SAMPLE FORMAT FOR THE ARTICLES  
OF MERGER/CONSOLIDATION OF A  
DOMESTIC LIMITED LIABILITY COMPANY**

**NOTE:** THIS IS ONLY A SPECIMEN. YOU MUST DRAFT YOUR OWN ARTICLES ON PLAIN BOND PAPER AND SUBMIT THEM IN **DUPLICATE ORIGINAL** (TWO MANUALLY SIGNED SETS) TO THE SUPERINTENDENT OF CORPORATIONS OF THE DISTRICT OF COLUMBIA. **DO NOT SIMPLY FILL IN THIS SPECIMEN.**

**ARTICLES OF MERGER/CONSOLIDATION**

Pursuant to the provisions of Title 29, Chapter 13 of the District of Columbia Code (D.C. Limited Liability Company Act of 1994), the undersigned domestic limited liability company(ies) or domestic limited liability company(ies) and other business entity(ies) adopt the following Articles of Merger/Consolidation for the purpose of merging/consolidating them into one domestic or foreign limited liability company or other business entity:

**NOTE:** The term "other business entity" means a corporation, a business trust or association, a real estate investment trust, a commonlaw trust or any other unincorporated business, including a partnership (whether general or limited), or a foreign limited liability company, but excluding a domestic limited liability company.

**FIRST:** The name and jurisdiction of formation or organization of each constituent limited liability company or other business entity which is to merger/consolidation is [insert the names and jurisdiction of organization of each entity].

**SECOND:** An Agreement of Merger/Consolidation was approved and executed by each constituent limited liability company or other business entity which is to merge/consolidate.

**THIRD:** The name of the surviving or resulting domestic limited liability company or other business entity and the address (including street and number, if any, and zip code) of its principal office under the laws of the jurisdiction under which it was formed or organized are [insert the name and address].

**FOURTH:** [If the merger or consolidation is not to be effective upon delivery of articles of merger or consolidation for filing:] The future effective date or time of the merger/consolidation is [insert the date or time].

**FIFTH:** The agreement of merger/consolidation is on file at a place of business of the surviving or resulting domestic limited liability company or other business entity. The address thereof is [insert the address, including street and number, if any, and zip code].

**SIXTH:** A copy of the agreement of merger/consolidation will be furnished by the surviving or resulting domestic limited liability company or other business entity, on request and without cost, to any member

of any constituent domestic limited liability company or any person holding an interest in any other business entity which is party to the merger/consolidation.

**SEVENTH:** Choose A, B and/or C, with any appropriate deletions or insertions (NOT MANDATED)

(A) The merger/consolidation was approved unanimously by all members, voting and nonvoting, of the constituent domestic limited liability company(ies) named

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Note that such unanimous consent by members of a domestic limited liability company is required if the domestic limited liability company is not to be the surviving or resulting entity and its members are not to be afforded limited liability after the merger or consolidation.

(B) The merger/consolidation was approved by those members of the constituent domestic limited liability company(ies) named

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with  
voting rights holding at least a majority of the interest in profit of the company.

(C) In accordance with the Articles of Organization and/or Operating Agreement of the domestic limited liability company(ies) named

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the  
merger/consolidation was approved by describe any specified method of approval which does not involve members' unanimous consent or consent by members with voting rights holding at least a majority of the interest in profit of the company].

DATE: \_\_\_\_\_20\_\_\_\_

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identify serving or resulting domestic or foreign limited liability company or other business entity

BY \_\_\_\_\_

Use a separate signature line for each authorized person required to participate in executing the Articles of Merger/Consolidation pursuant to applicable provisions of the surviving or resulting company's governing document

**MAIL TO:**

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**FEES DUE**

Filing Fee ....\$100

Make Check Payable to D.C. Treasurer